

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re :  
GENERAL MOTORS CORP., *et. al.* : Chapter 11 Case No.  
: 09-50026 (REG)  
Debtors. : (Jointly Administered)  
:  
-----X

CERTIFICATE OF PUBLICATION

I, Angela Ferrante, certify as follows:

1. I am a Director with the Business Reorganization Department of the Melville office of The Garden City Group, Inc., the claims and noticing agent for the debtors and debtors-in-possession (the "Debtors") in the above-captioned proceeding. The business address for the Melville office is 105 Maxess Road, Melville, New York 11747

2. On June 11, 2009, at the direction of Weil, Gotshal & Manges LLP, counsel for the Debtors, I caused publication of the **Notice of Interim Order Establishing Trading Restrictions** in the following publications:

Publication Name

*The New York Times*, National

*The Wall Street Journal*, National

3. I certify under penalty of perjury that, to the best of my knowledge, the foregoing is true and correct.

Dated: Melville, New York  
June 29, 2009

/s/ Angela Ferrante  
Angela Ferrante



C10 Thursday, June 11, 2009

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THE WALL STREET JOURNAL.

# LEGAL NOTICES

## BANKRUPTCIES

### UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re  
GENERAL MOTORS  
CORP., et al.,  
Debtors.  
x

#### NOTICE OF INTERIM ORDER ESTABLISHING NOTIFICATION PROCEDURES AND APPROVING RESTRICTIONS ON CERTAIN TRANSFERS OF INTERESTS IN THE DEBTORS' ESTATES

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS  
IN THE DEBTORS' ESTATES:

PLEASE TAKE NOTICE that on June 1, 2009 (the "Commencement Date"), General Motors Corporation ("GM") and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the "Debtors") commenced cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Section 362(a) of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors' estates or of property from the Debtors' estates or to enforce claims against the Debtors' estates.

PLEASE TAKE FURTHER NOTICE that on June 1, 2009, the United States Bankruptcy Court for the Southern District of New York ("Court"), having jurisdiction over these chapter 11 cases, upon motion of the Debtors (the "Motion"), entered an interim order (i) finding that the Debtors' net operating loss carryforwards ("NOLs") and certain other tax attributes, including their foreign tax credit and other excess credit carryforwards (along with the NOLs, the "Tax Attributes") are together insufficient to offset the proposed equity interests (including Options to acquire such securities) of the Debtors in violation of the procedures set forth herein; (ii) prohibiting Transfers in GM Stock or Options, effective as of the date of the filing of the Motion and until further order of the Court to the contrary, any acquisition, disposition, or other transfer of equity securities (including Options to acquire such securities) of the Debtors in violation of the procedures set forth herein; and (iii) requiring that a final Order of the Court (the "Final Order") (i) finding that during the Commencement Date, the Bankruptcy Code (f) could severely limit the Debtors' ability to use the Tax Attributes for purposes of the Internal Revenue Code of 1986, as amended (the "Tax Code"); and (ii) approving the procedures as set forth herein to preserve the Tax Attributes pursuant to sections 105(e) and 362(a) of the Bankruptcy Code (retroactively effective as of the Commencement Date (the "Interim Order").

**ANY ACQUISITION OR VIOLATION OF THE RESTRICTIONS WILL BE NULL AND VOID, AND AVOID AB INITIO AS AN ACT IN VIOLATION OF THE AUTOMATIC STAY UNDER SECTIONS 105(A) AND 362 OF THE BANKRUPTCY CODE.**

PLEASE TAKE FURTHER NOTICE that the following procedures and restrictions have been approved by the Bankruptcy Court and shall apply to holding and trading in GM Stock:

(1) Notice of Substantial GM Stock Ownership. Any person or Entity (as such term is defined in section 382 of the Tax Code, including persons acting pursuant to a formal or informal understanding among them) that beneficially owns, or make a coordinated acquisition that beneficially owns, at any time on or after the Motion Date, GM Stock in an amount sufficient to qualify such person or Entity as a Substantial Equityholder (as hereinafter defined) shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the statutory committee of unsecured creditors appointed in these cases (the "Creditors' Committee"), a Notice of Substantial GM Stock Ownership ("Notice of Substantial GM Stock Ownership") (visit [www.nysbcourts.gov](http://www.nysbcourts.gov) or [www.emcourtdocs.com](http://www.emcourtdocs.com)), which describes specifically and in detail the GM Stock ownership of such person or Entity, on or before the date that is the later of: (a) ten (10) days after the entry of the Interim Order or the Final Order, as applicable, and (b) ten (10) days after that person or Entity qualifies as a Substantial Equityholder. At the holder's election, the Substantial Ownership Notice to be filed with the Court (or the attorney for the Debtors, and the attorney for the Creditors' Committee) may be redacted to exclude such a holder's taxpayer identification number and the number of shares of GM Stock that such holder beneficially owns.

(2) Acquisition of GM Stock or Options. At least fifteen (15) business days prior to the proposed date of any transfer of equity securities (including Options, as hereinafter defined, to acquire such securities), that would result in an increase in the number of GM Stock beneficially owned by such person or Entity or current or subsequently becomes a Substantial Equityholder or that would result in a person or Entity becoming a Substantial Equityholder (a "Proposed Equity Acquisition Transaction"), such person, Entity or Substantial Equityholder ("a Proposed Equity Transferee") shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, a Notice of Intent to Purchase, Acquire, or Otherwise Acquire GM Stock or Options ("Notice of Purchase or Acquire GM Stock or Options") (visit [www.nysbcourts.gov](http://www.nysbcourts.gov) or [www.emcourtdocs.com](http://www.emcourtdocs.com)), which describes specifically and in detail the proposed transaction in which GM Stock is to be acquired. At the holder's election, the Equity Acquisition Notice is filed with the Court (but not such notice served upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of GM Stock that such holder beneficially owns and proposes to sell or otherwise transfer.

(3) Disposition of GM Stock or Options. At least fifteen (15) business days prior to the proposed date of any transfer or other disposition of equity securities (including Options to acquire such securities) that would result in a decrease in the amount of GM Stock beneficially owned by a Substantial Equityholder or that would result in a person or Entity ceasing to be a Substantial Equityholder (a "Proposed Equity Disposition Transaction"), such person, Entity or Substantial Equityholder ("a Proposed Equity Transferee") shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, a Notice of Intent to Sell, Trade, or Otherwise Transfer GM Stock (an "Equity Disposition Notice") (visit [www.nysbcourts.gov](http://www.nysbcourts.gov) or [www.emcourtdocs.com](http://www.emcourtdocs.com)), which describes specifically and in detail the proposed transaction in which GM Stock is to be transferred. At the holder's election, the Equity Disposition Notice is filed with the Court (but not such notice served upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of GM Stock that such holder beneficially owns and proposes to sell or otherwise transfer.

(4) Disclosure of Interests. The Debtors and the Creditors' Committee shall have ten (10) business days after the filing of an Equity Trading Notice (the "Equity Objection Deadline") to file with the Court and serve on a Proposed Equity Transferee or a Proposed Equity Transferee, as the case may be, an objection to any proposed transfer of equity securities (including Options to acquire such securities) described in such Equity Trading Notice on the grounds that such transfer may adversely affect the Debtors' ability to utilize the Tax Attributes (an "Equity Objection") as a result of an ownership change under section 382 or section 383 of the Tax Code.

All capitalized terms not expressly defined herein shall have the meaning ascribed to them in the Motion.

BY ORDER OF THE COURT

Dated: New York, New York  
June 2, 2009

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Attorneys for Debtors  
and Debtors in Possession

1 All capitalized terms not expressly defined herein shall have the meaning ascribed to them in the Motion.

## NOTICE OF SALE

Sale 1: Tuesday, June 16, 2009 1:00 AM EST

Synthetics - Home Equity (16), CDO (5)

Interest basis shortfall cap is fixed on HE ABS, variable on CDO

Lot # CUSIP Issuer Fixed Rate Type Implied Writedown Maturity Date Original Reference Obligation Amount Current Reference Obligation Amount

1 073877UEV9 BSABS 2006-HE2 M9 2.000% HE ABS Yes 7/25/2036 10,000,000 3,698,459

2 17307GOV3 CMLT 2005-HE1 M7 2.350% HE ABS Yes 5/25/2035 10,000,000 4,041,433

3 35729PKJ7 FHLT 2005-1 M9 2.500% HE ABS Yes 6/25/2035 10,000,000 10,000,000

4 36242DS2A GSAMP 2005-HE1 B2 1.000% HE ABS Yes 12/25/2034 10,000,000 238,255

5 45071KBS2 IXIS 2005-HE2 B3 2.300% HE ABS Yes 9/25/2035 4,497,000 4,497,000

6 46626LF7 JPIMAC 2006-FRE1 M8 0.700% HE ABS Yes 5/25/2035 10,000,000 8,736,000

7 542514KHD LBLMT 2005-1 M9 2.350% HE ABS Yes 2/25/2035 10,000,000 3,474,162

8 59020HRT4 MLM 2005-KSE 2 1.250% HE ABS Yes 3/25/2035 10,000,000 3,739,469

9 617440NKS3 NSAC 2005-HE2 B3 2.000% HE ABS Yes 12/25/2034 10,000,000 6,622,097

10 65056AWA3 NCMT 2005-1 M9 1.700% HE ABS Yes 3/25/2036 10,000,000 10,000,000

11 656536HBL1 NHEU 2005-HE1 M9 2.350% HE ABS Yes 9/25/2035 10,000,000 6,522,606

12 76110WZ66 RASC 2005-KSE M9 1.250% HE ABS Yes 7/25/2035 10,000,000 10,000,000

13 84751PEX3 SURT 2005-BC1 B3 2.650% HE ABS Yes 12/25/2035 10,000,000 7,177,111

14 83611MNKT7 SVHE 2005-4 M9 1.650% HE ABS Yes 3/25/2035 10,000,000 7,676,908

15 84751PEX3 SURT 2005-BC1 B3 2.650% HE ABS Yes 12/25/2035 10,000,000 7,177,111

16 36224XA2 JGCSF 2006-2A E 2.850% CDO N/A 6/8/2045 7,000,000 7,000,000

17 45377MAN1 INDE7 7A E 2.950% CDO N/A 1/10/2045 100,000 9,900,000

18 46426WF3 ICM 2006-3A D 2.850% CDO N/A 7/3/2043 7,975,728 7,829,796

19 490562AJ4 KENT 2006-2A D 3.000% CDO N/A 5/8/2046 3,875,000 3,830,005

20 589372AF8 MRCY 2006-3A D 2.750% CDO N/A 7/27/2048 5,000,000 5,957,122

21 61239QAOH0 MONT 2006-1A E 2.750% CDO N/A 9/6/2042 10,005,488 9,750,550

Lot # CUSIP Issuer Fixed Rate Type Implied Writedown Maturity Date Original Face Current Balance

22 078452JF9 BLVH 2005-JAD 4.466% CDO 7/30/2046 10,000,000 11,085,186

23 36224XA2 GSAMP 2006-2A E 2.434% CDO 6/8/2045 3,000,000 3,000,000

24 44642XAF3 ICM 2006-3A D 2.700% CDO 12/25/2046 2,022,472 2,184,044

25 44642VAP2 ICM 2006-5A-B1 5.000% CDO 4/23/2046 10,000,000 9,423,095

26 45377MAN1 INDE7 7A E 4.889% CDO 1/10/2045 9,900,000 10,283,664

27 490562AJ4 KENT 2006-2A D 4.274% CDO 5/8/2046 6,125,000 6,644,952

28 54266TAF9 LHRV 2006-1A B 4.913% CDO 10/7/2045 10,000,000 10,921,122

29 589372AF8 MRCY 2006-3A D 4.342% CDO 7/27/2048 5,000,000 5,957,122

30 36224XA2 JGCSF 2006-1CA C 4.372% CDO 9/26/2046 10,000,000 9,885,833

31 45071KBS2 XIS 2005-HE2 B3 2.059% HE ABS 9/25/2035 5,503,000 5,503,000

Lot # CUSIP Issuer Fixed Rate Type Implied Writedown Maturity Date Original Face Current Balance

32 45377MAN1 INDE7 7A E 4.889% CDO 1/10/2045 9,900,000 10,283,664

33 490562AJ4 KENT 2006-2A D 4.274% CDO 5/8/2046 6,125,000 6,644,952

34 54266TAF9 LHRV 2006-1A B 4.913% CDO 10/7/2045 10,000,000 10,921,122

35 589372AF8 MRCY 2006-3A D 4.342% CDO 7/27/2048 5,000,000 5,957,122

36 61239QAOH0 MONT 2006-1A E 2.750% CDO N/A 9/6/2042 10,005,488 9,750,550

## BANKRUPTCIES

Location of Sale: The sale will be held at 600 Travis Street, Suite 5800, Houston, Texas 77002.

To Place a Bid or for Additional Information: In addition to any terms or limitations, please be advised that the sale of the property listed above (including, for the avoidance of doubt, the disposition of a synthetic security via a novation) may be made only to the best bidder who is also a qualified bidder and may be subject to a reserve level, if any. If you are interested in bidding on the securities listed above or for additional information, including with respect to qualified bidder status or the complete terms of any synthetic security, and to obtain copies of an Investor/Cooperating party Agreement and Confidentiality Agreement or bid (713) 993-4637.

Disclaimer: The Bank of New York Mellon Trust Company, National Association as trustee ("the Trustee") is authorized at such time, if the Trustee deems it advisable or is required by applicable law to do so: (i) to restrict (a) in the case of any of the securities, the prospective bidders or on purchasers of any of the above identified securities to sell to those who will represent and agree that they are purchasing for their own account for investment and not with a view to the distribution or resale of any of such assets or (b) in the case of the synthetics securities, the prospective bidders or counterparties to, any of the above identified synthetic securities to those who will represent and agree that they are entering into such transaction for its own account, very recently, and for no other purpose than to be sold that has been registered under the Securities Act of 1933 and has not been disposed of in violation of the provisions of said Act; (ii) to disclaim and/or refuse to give any warranty (other than as to title); and (iv) to impose such other limitations or conditions in connection with any sale or novation as the Trustee deems necessary or advisable.

To This Deed: If the Trustee deems it advisable or is required by applicable law to do so: (i) to restrict (a) in the case of the securities, the prospective bidders or on purchasers of any of the above identified securities to sell to those who will represent and agree that they are purchasing for their own account for investment and not with a view to the distribution or resale of any of such assets or (b) in the case of the synthetics securities, the prospective bidders or counterparties to, any of the above identified synthetic securities to those who will represent and agree that they are entering into such transaction for its own account, very recently, and for no other purpose than to be sold that has been registered under the Securities Act of 1933 and has not been disposed of in violation of the provisions of said Act; (ii) to disclaim and/or refuse to give any warranty (other than as to title); and (iv) to impose such other limitations or conditions in connection with any sale or novation as the Trustee deems necessary or advisable.

To This Deed: If the Trustee deems it advisable or is required by applicable law to do so: (i) to restrict (a) in the case of the securities, the prospective bidders or on purchasers of any of the above identified securities to sell to those who will represent and agree that they are purchasing for their own account for investment and not with a view to the distribution or resale of any of such assets or (b) in the case of the synthetics securities, the prospective bidders or counterparties to, any of the above identified synthetic securities to those who will represent and agree that they are entering into such transaction for its own account, very recently, and for no other purpose than to be sold that has been registered under the Securities Act of 1933 and has not been disposed of in violation of the provisions of said Act; (ii) to disclaim and/or refuse to give any warranty (other than as to title); and (iv) to impose such other limitations or conditions in connection with any sale or novation as the Trustee deems necessary or advisable.

To This Deed: If the Trustee deems it advisable or is required by applicable law to do so: (i) to restrict (a) in the case of the securities, the prospective bidders or on purchasers of any of the above identified securities to sell to those who